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November 3, 2008

VIA E-Filing

The Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

**RE: Docket No. AB- 33 (Sub-No. 230X) - Union Pacific Railroad Company -
Abandonment and Discontinuance - In Lassen County, CA and Washoe County, NV
(Flanigan-Wendel line)**

Dear Ms. Quinlan:

This letter will serve as the reply of Union Pacific Railroad Company ("UP") to a document styled as a "Motion to Strike" filed October 27, 2008 by Robert Kemp on behalf of "Nevada Central Railroad" (collectively "Kemp"). The document Kemp seeks to "strike" is UP's October 7 reply to Kemp's appeal of the decision served September 19, 2008 by the Director of the Board's Office of Proceedings. That decision rejected Kemp's Offer of Financial Assistance to acquire a 220 foot segment of the above line.

As with prior filings Kemp has made in this proceeding, the subject "Motion to Strike" is laced with accusations of a conspiracy and fraudulent conduct by the Board's staff, UP, the U.S. Department of Energy, the State of Nevada, the City of Los Angeles and its Department of Water and Power, the City of Ely, General Electric Corporation, and Victoria Rutson, Director of the Board's Section of Environment Analysis and her husband (see the "Second Amended Complaint" attached to the Kemp Motion to Strike), to thwart Kemp's desire to build a 458 mile high speed electric railroad through the Nevada desert.

I. Response to the Kemp Motion to Strike

There is no merit to Kemp's Motion to Strike, and it should be denied. Kemp's Motion to Strike confirms that the STB Directors' decision rejecting the Kemp OFA was correct.

Procedurally, Kemp's Motion to Strike is really an improper reply to UP's October 7, 2008 reply. The Board's rules of practice specifically prohibit the filing of a reply to a reply (49 CFR 1104.13(c)), and there is clearly nothing in the Kemp motion that warrants an exception in this case.

To the extent Kemp's motion has any relevance in this proceeding, it confirms that the Director properly rejected the OFA. The rejection was based on two grounds; that Kemp had failed to show that he had the financial resources to acquire and operate the line, and that he had

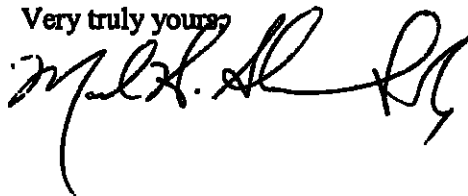
failed to show that the OFA was likely to result in continued rail service. Kemp has now made two filings with the Board following the Director's decision rejecting the Kemp OFA. In neither filing did Kemp provide any information supporting his claims that his funding estimates would be sufficient to acquire and operate the Line. Nor did Kemp provide any verification of the nature and extent of the "Trust" and its financial wherewithal. Moreover, in neither filing did Kemp detail any prospects for any rail shippers on any portion of the Line, including the 220 foot segment. Prospects, if any, are contingent on the Kemp "458-Mile Heavy High Speed Mainline Railroad System".

II. The Board Should Consider a Disciplinary Proceeding Against Kemp

Kemp's conduct throughout this proceeding has been accusatory and discourteous and warrants a strong response from the Board. Kemp has repeatedly accused the Board's staff and numerous other entities and individuals of criminal conduct, fraud, conspiracy, industrial espionage and a wide range of other supposedly illegal activities. In Kemp's latest motion, Kemp has even gone so far as to threaten to name Victoria Rutson, the Board's SEA Director, and her husband as defendants in a wide ranging civil suit, and may have already done so (see "Second Amended Complaint" cover page attached to Kemp's Motion to Strike).

There is absolutely no excuse for this kind of conduct. In fact, the Board's rules of practice specifically require that those appearing before the Board "maintain a respectful attitude toward the Board and for the importance of the functions it administers", 49 C.F.R. 1103.12, and to "always treat adverse witnesses and other litigants with fairness and due consideration, 49 C.F.R. 1103.25. Accordingly, UP respectfully requests that the Board institute a disciplinary proceeding against Kemp pursuant to 49 C.F.R. 1103.5 to bar Kemp from appearing before the Board and such other measures as the Board may deem appropriate.

Very truly yours,



cc: Robert Allen Kemp (NCR)

CERTIFICATE OF SERVICE

I certify that I have served a copy of the foregoing document upon Robert Alan Kemp by

First Class United States Mail at the addresses shown below:

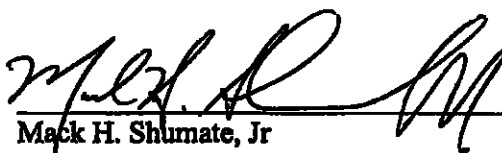
Robert Alan Kemp
Nevada Central Railroad
4959 Talbot Lane, Unit #69
Reno, NV 89509 ¹

Robert Alan Kemp
c/o Joseph McNulty
45 Lakeview Avenue
Bay Shore, NY 11706 ²

Robert Alan Kemp
c/o General Delivery
Phoenix, AZ 85034-9999 ³

Robert Allan Kemp
Nevada Central Railroad
9084 East Arbab Court
Tucson, AZ 85747 ⁴

Dated at Chicago, Illinois this 3rd day of November, 2008.


Mack H. Shumate, Jr

¹ This is the address shown on the Board's service list. However, when UP sent its report on the condition of the line to this address on August 15, 2008, it was returned as undeliverable (see UP letter to STB dated August 19, 2008).

² This is the address to which Mr. Kemp requested UP send the August 15 report described in the previous footnote.

³ This is the address that Mr. Kemp filed with the U.S. District Court for Nevada on August 1, 2008 in Case No. 3:2007-cv-00567, Robert Alan Kemp v. City of Ely.

⁴ This is the "NCR Executive Field Office" address stated in the cover letter accompanying Kemp's October 27 Motion to Strike.